

MONOLITHIC SYSTEM TECHNOLOGY INC  
Form S-8  
March 27, 2003

As filed with the Securities and Exchange Commission on March 27, 2003.

Registration No. 333-\_\_\_\_\_

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM S-8

# REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**Monolithic System Technology, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation or Organization)

77-0291941  
(I.R.S. Employee Identification No.)

1020 Stewart Drive, Sunnyvale, California 94085

(408) 731-1800

(Address, including ZIP Code and Telephone Number, of Principal Executive Offices)

2000 EMPLOYEE STOCK OPTION PLAN

2000 EMPLOYEE STOCK PURCHASE PLAN

(Full Title of the Plan)

Fu-Chieh Hsu, Ph.D.

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Chairman of the Board, President and Chief Executive Officer

1020 Stewart Drive, Sunnyvale, California 94085

(Name and Address of Agent For Service)

(408) 731-1800

(Telephone Number, Including Area Code, of Agent For Service)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities Being Registered</b>	<b>Amount Being Registered (1)</b>	<b>Proposed Maximum Offering Price Per Unit</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.01 par value To be issued upon exercise of  options to be granted under the  <u>2000 Employee Stock Option Plan</u> To be issued under the <u>2000</u>  <u>Employee Stock Purchase Plan</u>	500,000	\$7.86 (2)	\$3,930,000.00	\$317.94
	100,000	\$7.86 (2)	\$786,000	\$63.59
<b>Total Fee</b>				<b>\$381.53</b>

(1) Represents additional shares reserved for issuance upon exercise of stock options granted under the Registrant's 2000 Employee Stock Option Plan and reserved for issuance under the 2000 Employee Stock Purchase Plan. Shares issuable upon exercise of stock options granted under the Registrant's 2000 Employee Stock Option Plan and issuable under the Registrant's 2000 Employee Stock Purchase Plan were originally registered on the Registration Statement on Form S-8 (Registration No. 333-64302) filed with the Securities and Exchange Commission on June 29, 2001, which Registration Statement is incorporated by reference. This Registration Statement shall also cover any additional shares of Common Stock which become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding shares of Common Stock.

(2) Estimated solely for the purpose of calculating the amount of the registration fee based on the average of the high and low prices reported for the Common Stock on the Nasdaq National Market on March 25, 2003 pursuant to Rule 457(h)(1) and 457(c).

**INCORPORATION OF DOCUMENTS BY REFERENCE**

The Registrant incorporates by reference into this Registration Statement the Registrant's Registration Statement (Registration No. 333-64302) on Form S-8 filed with the Securities and Exchange Commission on June 29, 2001.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Sunnyvale, state of California on March 27, 2003.

MONOLITHIC SYSTEM TECHNOLOGY, INC.

By: /s/ FU-CHIEH HSU  
Fu-Chieh Hsu  
Chief Executive Officer and President

**POWER OF ATTORNEY**

Each person whose individual signature appears below hereby authorizes and appoints Fu-Chieh Hsu and Mark Voll, and each of them, with full power of substitution and resubstitution and full power to act without the other, as his true and lawful attorney-in-fact and agent to act in his name, place and stead and to execute in the name and on behalf of each person, individually and in each capacity stated below, and to file, any and all registration statements relating to the same offering that are to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto and other documents in connection therewith, and any and all amendments to this Registration Statement, including any and all post-effective amendments and amendments thereto, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing, ratifying and confirming all that said attorneys-in-fact and agents or any of them or their and his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities indicated, effective March 27, 2003.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ FU-CHIEH HSU Fu-Chieh Hsu	Chief Executive Officer, President and Chairman of the Board	March 27, 2003
/s/ MARK VOLL Mark Voll	Vice President, Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	March 27, 2003
/s/ WINGYU LEUNG Wingyu Leung	Director	March 27, 2003

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/s/ CARL E. BERG  
Carl E. Berg

Director

March 27, 2003

/s/ WEI YEN  
Wei Yen

Director

March 27, 2003

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**Exhibit Index**

<b><u>Exhibit Number</u></b>	<b><u>Exhibit Description</u></b>
4.1*	Specimen Common Stock Certificate
4.2*	Third Amended and Restated Investor Rights Agreement dated September 27, 1997
4.3*	Rights Agreement
5.1	Opinion of Bingham McCutchen, LLP
10.1*	Form of Indemnity Agreement between the Registrant and each of its directors and executive officers
10.4*	Form of Restricted Stock Purchase Agreement
10.5*	2000 Stock Option Plan and form of Option Agreement thereunder
10.6**	2000 Employee Stock Purchase Plan and form of Subscription Agreement thereunder, as amended
23.1	Consent of Ernst & Young LLP Independent Auditors
23.2	Consent of PricewaterhouseCoopers LLP Independent Accountants
23.3	Consent of Bingham McCutchen, LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on the signature page hereto)

\* Incorporated by reference to the Company's Registration Statement on Form S-1 (Registration No. 333-43122), as amended, originally filed with the Securities and Exchange Commission on August 4, 2000, declared effective June 27, 2001.

\*\* Incorporated by reference to the Company's Registration Statement on Form S-8 (Registration No. 333-64302) filed with the Securities and Exchange Commission on June 29, 2001.

